

TerraForm Power, Inc.  
Form 4  
July 23, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SUNEDISON, INC.

2. Issuer Name and Ticker or Trading Symbol  
TerraForm Power, Inc. [TERP]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
13736 RIVERPORT DRIVE, SUITE 180

3. Date of Earliest Transaction (Month/Day/Year)  
07/23/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting Person

MARYLAND  
HEIGHTS, MO 63043

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Class A Common Stock	07/23/2014		D		250,000	<u>D</u> (1)	<u>0</u>

See footnote (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



## Edgar Filing: TerraForm Power, Inc. - Form 4

Immediately prior to the completion of the Company's initial public offering, the Company effected a 262.8376-for-1 stock split of its outstanding Class B common and, pursuant to the Amended and Restated Limited Liability Company Agreement of TerraForm Power, LLC ("Terra LLC") dated as of July 23, 2014 and a related exchange agreement dated as of July 23, 2013 (the "Exchange Agreement"), SunEdison Holdings' existing ownership interest in Terra LLC was reclassified into a number of Class B units of equal to the number of shares of Class B common stock held by SunEdison Holdings following such stock split.

- (3) Represents shares of Class B common stock of the Company and Class B units of Terra LLC received by SunEdison Holdings pursuant to a pro rata distribution of securities by Silver Ridge Power LLC ("Silver Ridge") on account of SunEdison Holdings' existing ownership interest in Silver Ridge. Such securities were acquired by Silver Ridge pursuant to the Master Transaction Agreement dated June 16, 2014 in exchange for a certain solar energy project owned by Silver Ridge at a price per share of \$25.00.

- (4) The Class B units of Terra LLC (together with a corresponding number of shares of Class B common stock of the Company) are exchangeable at any time for shares of Class A common stock of the Company on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As SunEdison Holdings exchanges the Class B units for shares of Class A common stock pursuant to the Exchange Agreement, an equivalent number of shares of Class B common stock issued to SunEdison Holdings will automatically be cancelled.

- (5) Represents Class B units of Terra LLC (and a corresponding number of shares of Class B common stock) acquired by the Company from SunEdison Holdings.

- (6) The shares of Class B common stock and Class B units reported herein are directly owned by SunEdison Holdings and indirectly owned by SunEdison, Inc., which as the direct parent of SunEdison Holdings has shared voting and dispositive power over such shares and units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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